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RECORDATION NO. 9899 Filed 1425

DEC 12 1978 - 11 55 AM

December 11, 1978

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9899 Filed 1425

DEC 12 1978 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

No. 8-346A012

Date DEC 12 1978

Fee \$ 60.00

Interstate Commerce Commission  
12th and Constitutional Ave., N.  
Washington, DC 20423

Attention: Mrs. Lee, Room 1227

ICC Washington, D. C.

Dear Mrs. Lee:

I transmit for filing the following documents:

Management Agreement dated December 11, 1978 between  
Railroad Boxcar Associates as Owner, and National Railway  
Utilization Corporation, as Manager and a Certificate of  
Acceptance thereunder covering seventy-two (72) 50' 6" <sup>+</sup>  
70-ton boxcars bearing Road Numbers NSL 155275 - NSL 155346.

The address for Railroad Boxcar Associates is c/o Saul D. Kronovet,  
425 Park Avenue, New York, NY 10022. The address for National  
Railway Utilization Corporation is 1100 Centre Square East, 1500  
Market Street, Philadelphia; PA 19101.

Enclosed herewith is the original and two copies together with  
the total amount of \$60.00 in payment of the filing fee.

Very truly yours,

Carl Muller

Carl F. Muller

CFM/nec

Enclosures

FEE OPERATION BR  
I.C.C.

DEC 12 11 49 AM '78

RECEIVED

Please stamp the copies and  
return them to me at the  
address on this letterhead.

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**12/12/78**

**OFFICE OF THE SECRETARY**

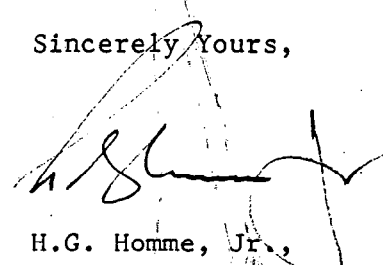
**Carl F. Muller  
Wyche, Burgess, Freeman & Parham  
P.O.Box 10207  
Greenville, South Carolina 29603**

**Dear**

**Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **12/12/78** at **11:55am**, and assigned recordation number(s) **9899 & 9899-A**

**Sincerely Yours,**

  
**H.G. Homme, Jr.,  
Secretary**

**Enclosure(s)**

**SE-30-T  
(2/78)**

RECORDATION NO. 9893-A Filed 1425

DEC 12 1978 - 11 55 AM

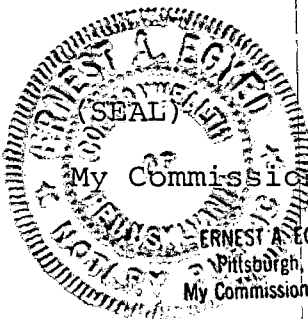
INTERSTATE COMMERCE COMMISSION

I, Carl F. Muller, counsel to National Railway Utilization Corporation, on being duly sworn, certify that I have read the original Certificate of Acceptance under the Management Agreement dated December 11, 1978, between NRUC and Railway Boxcar Associates, and that I have compared it with the attached copies and that the attached copies are true and correct copies of the original.

Carl Frederick Muller  
Carl F. Muller

Sworn to before me this 11th day of December, 1978.

Ernest A. EGYED  
Notary Public



My Commission expires:

ERNEST A. EGYED, Notary Public  
Pittsburgh, Allegheny Co., PA  
My Commission Expires Dec. 8, 1980

CERTIFICATE OF ACCEPTANCE

To: Railroad Boxcar Associates and U. S. Steel Credit Corporation

The undersigned, being a duly authorized inspector for National Railway Utilization Corporation ("NRUC") as managing agent under a Management Agreement (the "Management Agreement") between the addressee and NRUC dated as of December 11, 1978, hereby certifies that he has made an inspection of 72 boxcars bearing numbers and marks as follows (the "Boxcars"):

NSL 155275 through NSL 155346  
(both inclusive)

Such Boxcars are 70 ton 50'6", rigid underframe, single sheath class XM boxcars and the above numbers and marks have been registered by NRUC (or a railroad controlled by NRUC) with the Association of American Railroads.

The undersigned has fully and finally accepted such Boxcars on behalf of the addressee as Owner and NRUC as managing agent, and has found that each of such Boxcars is plainly marked in stencil on both sides with the words:

"Ownership subject to documents filed  
pursuant to Section 20c of the Interstate  
Commerce Act."

in readily visible letters not less than one inch (1") in height; and that each of such Boxcars conforms to and fully complies with the terms of the Management Agreement and is in condition satisfactory to NRUC. Immediately upon execution hereof by NRUC, the Boxcars shall be managed by NRUC, as Managing Agent for Owner, pursuant to the Management Agreement.

The undersigned further represents and warrants on behalf of NRUC that:

1. The Boxcars have been manufactured in accordance with specifications approved by NRUC and meet all standards required of boxcars of similar class by the Interstate Commerce Commission, the Department of Transportation and the Association of American Railroads.

2. The Boxcars bear the markings of a railroad owned or controlled by NRUC being the Norwood St. Louis Railroad *ST. LAWRENCE RAILROAD* *RAI*.

3. The Boxcars will be first placed in service (within the meaning of Treasury Regulation 1.167(a)-11(e)(1)) on the date hereof immediately after acceptance thereof.

4. The original use of the Boxcars (within the meaning of Treasury Regulation 1.167(c)-1(a)(2)) shall commence with the addressee after acceptance thereof.

5. The Boxcars have been lettered with proper railroad markings and the name and/or other insignia used by such railroad.

6. The Boxcars are new property (as that term is used in Treasury Regulation 1.48-2(a)).

NATIONAL RAILWAY UTILIZATION  
CORPORATION

By: *Richard J Kelly*

Date: *Dec 11, 1978*

The foregoing Certificate of Acceptance is hereby confirmed and acknowledged as the act and deed of National Railway Utilization Corporation as of the date thereof.

ATTEST:

NATIONAL RAILWAY UTILIZATION  
CORPORATION

[Corporate Seal]

*E. W. Strzpek*

By: *Richard J Kelly*

Title: *Asst. Secretary*

Title: *Vice President*

Date: *Dec 11, 1978*

COMMONWEALTH OF PENNSYLVANIA )

COUNTY OF ALLEGHENY )

ss:

On this 11th day of December, 1978, before me personally appeared *Richard J Kelly*, to me personally known, who, being by me duly sworn, says that he is the Vice President of NATIONAL RAILWAY UTILIZATION CORPORATION, that the seal affixed to

the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal.

My Commission expires:

MARGARET A. LERARIO, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY

MY COMMISSION EXPIRES MAY 27, 1930  
Member, Pennsylvania Association of Notaries

Margaret A. Lerario  
Notary Public